

12785  
RECORDATION NO. \_\_\_\_\_ Filed 1425

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JAN 21 1981 -1 15 PM  
BURLINGTON NORTHERN  
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 15 PM  
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 15 PM  
INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT  
12785  
RECORDATION NO. \_\_\_\_\_ Filed 1425

12785-1-021-1-10  
RECORDATION NO. \_\_\_\_\_ Filed 1425

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121

12785  
RECORDATION NO. \_\_\_\_\_ Filed 1425

JAN 21 1981 -1 15 PM  
JAN 21 1981 -1 15 PM  
Fee \$ 50.00

JAN 21 1981 -1 15 PM  
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

January 20, 1981

12785  
RECORDATION NO. \_\_\_\_\_ Filed 1425

Gentlemen:

JAN 21 1981 -1 15 PM

JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York  
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York  
Attn: Corporate Trust Department  
30 West Broadway  
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company  
176 East Fifth Street  
St. Paul, Minnesota 55101

RECEIVED  
JAN 21 1981  
FEE OF REPLICATION BR.

*C. Allen [Signature]*  
*Steven Paul [Signature]*

January 20, 1981

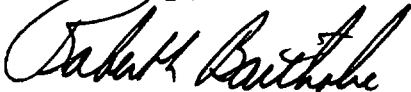
Successor Mortgagor: Burlington Northern Inc.  
176 East Fifth Street  
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic  
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street  
St. Paul, Minnesota 55101  
Telephone (612) 298-2121

No. 02.91077

Date JAN 23 1981

For 110.00

100 Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel  
Kunkel Transportation Services, Inc.  
Suite 523  
425-13th Street N.W.  
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

*Patricia A. Jung*

Patricia A. Jung  
Administrative Secretary

Enclosure

RECEIVED  
JAN 23 1981  
FEE OPERATION BR.

RECORDATION NO. 12785  
JAN 21 1981 - 1 55 PM FILED FOR RECORD  
INTERSTATE COMMERCE COMMISSION  
AT 21.1000 JAN 6 1977

245669  
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SUPPLEMENTAL MORTGAGE

INDENTURE made this 14th day of October, 1976, between BURLINGTON NORTHERN INC., a corporation organized and existing under the laws of the State of Delaware, party of the first part, and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation organized and existing under the laws of the State of New York, hereinafter called the "Trustee," party of the second part;

WHEREAS, on the 15th day of June, 1900, Northern Pacific Railway Company did make, execute and deliver a mortgage or deed of trust of certain of its corporate railroad property and franchises known as its St. Paul-Duluth Division Mortgage unto Guaranty Trust Company of New York, as Trustee, which trust was duly accepted by said Guaranty Trust Company of New York, and

WHEREAS, on April 24, 1959, the corporate name of said Guaranty Trust Company of New York was changed to Morgan Guaranty Trust Company of New York, and

WHEREAS, by virtue and as a result of an agreement of merger which became effective March 2, 1970, Northern Pacific Railway Company, the mortgagor named in said St. Paul-Duluth Division Mortgage, was merged into and with Great Northern Pacific & Burlington Lines, Inc., the name of which company was changed to Burlington Northern Inc. on March 2, 1970, and

WHEREAS, by Supplemental Indenture, dated March 2, 1970, to said St. Paul-Duluth Division Mortgage, Burlington Northern Inc. has assumed and agreed to be bound by all the covenants and conditions of the said mortgage therein agreed to be kept and performed by Northern Pacific Railway Company and has succeeded to and been substituted for Northern Pacific Railway Company in said mortgage, and

WHEREAS, under the terms of said mortgage, the

mortgagor did covenant and agree that, in case any of the mortgaged property should be released from the lien of said mortgage, or any of the stock pledged thereunder should be surrendered to the mortgagor, any new property acquired by the mortgagor to take the place of any property released or stock surrendered should become and be subject to the lien of said mortgage as fully as if specifically mortgaged thereby, but if required by the Trustee, the mortgagor would convey the same to the Trustee by appropriate deeds upon the trusts and for the purposes of said mortgage, and

WHEREAS, an undivided one-half interest in the real property described in the exhibit hereto attached, marked Exhibit "A", was acquired by Burlington Northern Inc. in exchange for 1,500 shares of the capital stock of The Duluth Union Depot and Transfer Company, represented by Certificate No. 10 for 250 shares and Certificate No. 12 for 1,250 shares, which were subject to the lien of and pledged under said mortgage and released therefrom by the said Trustee, and the Trustee has requested that Burlington Northern Inc. convey the said undivided one-half interest in the real property so acquired to the Trustee by appropriate deed upon the trusts and for the purposes of said mortgage, and

WHEREAS, Burlington Northern Inc. or its predecessor in interest, Northern Pacific Railway Company, has heretofore made and delivered to the Trustee of said mortgage seven (7) supplements thereto, said supplements being dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, and March 2, 1970, and

WHEREAS, at a meeting of the Board of Directors of Burlington Northern Inc. duly held on the 13th day of September, 1976, in the City of St. Paul, a draft of this indenture was submitted and a resolution in the following words was duly and unanimously adopted, viz.:

"RESOLVED, That the Chairman of the Board, one of its Presidents or a Vice President and Secretary or Assistant Secretary of this Company be and they are hereby authorized and directed to execute and acknowledge and to deliver in behalf of this Company and under its corporate seal to Morgan Guaranty Trust Company of New York, a corporation of the State of New York, a Supplemental Mortgage or deed of trust, substantially in the form of the draft thereof now submitted to this Board, of the properties therein described, by way of further assurance and as further security for the 'St. Paul-Duluth Division Mortgage Four Per Cent. Gold Bonds' of this Company."

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) to it in hand paid by the Trustee, Burlington Northern Inc. has made and delivered to the Trustee this supplement to its said mortgage, and upon the terms and conditions and for the purposes of said mortgage as therein specified and to secure the payment of the principal and interest of all bonds at any time issued and outstanding under said mortgage, according to their tenor and effect, Burlington Northern Inc. has granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over and by these presents does grant, bargain, sell, alien, remise, release, convey, confirm, assign, transfer and set over unto the Trustee, party of the second part, its successors and assigns, forever, an undivided one-half interest in all of the estate, right, title and interest of Burlington Northern Inc. in and to the real property situate in the County of St. Louis and State of Minnesota, more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof.

TO HAVE AND TO HOLD the same unto the Trustee, its successors and assigns, forever.

BUT IN TRUST, NEVERTHELESS, for the equal and proportionate benefit and security of all and every present and future holders of any and every bond and interest obligation issued under and secured by, or to be issued under and to be secured by, the said mortgage and as therein set forth.

AND IT IS HEREBY EXPRESSLY COVENANTED by Burlington Northern Inc. that the undivided one-half interest in the real property described in Exhibit "A" hereby granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over unto the Trustee shall be and hereby is considered to be for all intents and purposes of said mortgage at least equivalent to said 1,500 shares of stock of The Duluth Union Depot and Transfer Company. And it is hereby further covenanted and agreed that upon the sale or sales, in whole or in part, by Burlington Northern Inc., as successor by merger to said Northern Pacific Railway Company, of said real property described in Exhibit "A" an undivided one-half interest therein shall be released by the Trustee from the lien of said mortgage only in accordance with and as provided for in Article Five of said mortgage.

IN WITNESS WHEREOF, BURLINGTON NORTHERN INC., party of the first part, has caused this indenture to be signed and acknowledged or proved by one of its Vice Presidents and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary; and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, party of the second part, has caused its corporate seal to be hereunto affixed and attested by an Assistant Secretary and these presents to be signed and acknowledged or proved by one of its Vice Presidents, as of the day and year first above written.

Signed, sealed and  
delivered on behalf of  
Burlington Northern  
Inc. in presence of:

H. D. Shave

De Louis E. Hart

BURLINGTON NORTHERN INC.

By *A. Kennedy*  
Vice President  
(SEAL)

ATTEST:

*John R. Ashton*  
Secretary.

Signed, sealed and  
delivered on behalf of  
Morgan Guaranty Trust  
Company of New York in  
presence of:

Carl H. Pelt  
E. Costing

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK

By

[Signature]  
Vice President

(SEAL)

ATTEST:

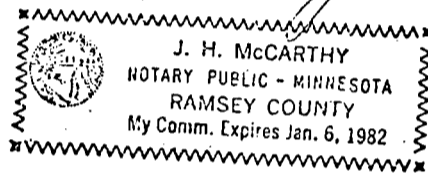
[Signature]  
Assistant Secretary

STATE OF MINNESOTA     )  
                                  ) ss.  
COUNTY OF RAMSEY     )

On this 14th day of October, 1976, before me, J. H. McCARTHY, a Notary Public, personally appeared J. C. KENADY and JOHN C. ASHTON, to me known to be a Vice President and Secretary, respectively, of BURLINGTON NORTHERN INC., the corporation which executed the foregoing instrument, and who being duly sworn did say, that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and the said J. C. KENADY and JOHN C. ASHTON acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office, in the City of St. Paul, Minnesota, the day and year last aforesaid.

*J. H. McCarthy*



STATE OF NEW YORK     )  
                                  ) ss.  
COUNTY OF NEW YORK     )

On this 23<sup>rd</sup> day of DECEMBER, 1976, before me, FRANK SCHLIERF, a Notary Public, personally appeared H. E. Sparrow and Henry J. Christy, to me known to be a Vice President and Assistant Secretary, respectively, of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, the corporation which executed the foregoing instrument, and who being duly sworn did say, that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said H. E. Sparrow and Henry J. Christy acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office, in The City of New York, the day and year last aforesaid.

*Frank Schlief*

FRANK SCHLIERF  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires March 30, 1977



A tract or parcel of land situate, lying and being in the Southwest Quarter of the Southwest Quarter (SW1/4 SW1/4), Government Lot 5 of Section 27 and Government Lot 3 of Section 34, Township 50 North, Range 14 West, Fourth Principal Meridian, City of Duluth, County of St. Louis and State of Minnesota, bounded and described as follows:

From a point on Line A described below, distant 463.86 feet Northeasterly of its point of beginning, run Southeasterly at right angles to said Line A for 90 feet to the Point of Beginning of the line to be described; thence run Northeasterly to a point distant 100 feet Southeasterly (measured at right angles) from a point on said Line A distant 508.86 feet Northeasterly of its Point of Beginning; thence run Northeasterly to a point distant 115 feet Southeasterly (measured at right angles) from a point on said Line A distant 563.86 feet Northeasterly of its Point of Beginning; thence run Northeasterly to a point on the North line of the right of way of the Duluth Union Depot Company, said line being the South line of Railroad Alley, said point being distant 150 feet Southeasterly (measured at right angles) from a point on said Line A distant 863.86 feet Northeasterly of its Point of Beginning; thence East along the North right of way line of said Duluth Union Depot Company to a point 125.88 feet East of the East line of Seventh Avenue West, prolonged; thence Northeasterly at an angle of  $17^{\circ} 7'$  to the last described line distant 185.37 feet, more or less, to a point in the West line of Lot 11, Block D, Duluth Proper, Third Division, according to the plat thereof on file and of record in the office of the Register of Deeds in and for said county and state, distant 85.71 feet, more or less, from the intersection of the South line of Michigan Street with the West line of said Lot 11; thence Southerly along the West line of said Lot 11 at an angle of  $71^{\circ} 30'$  to the last described line 147.29 feet, more or less, to a point 7 feet Northerly of the center line of the main track of the Burlington Northern Inc.; thence Westerly along a line parallel to the center line of said main track and distant 7 feet Northerly therefrom to the Point of Beginning, said line also being the North right of way line of said Burlington Northern Inc.

#### LINE A

From the point of intersection of the center line of Michigan Street with the center line of 15th Avenue West, run Southeasterly along the center line of 15th Avenue West for 261.49 feet; thence deflect to the left at an angle of  $91^{\circ} 22' 10''$  for 2,359.77 feet; thence deflect to the right at an angle of  $25^{\circ} 35' 22''$  for 152.41 feet to the Point of Beginning of the line to be described; thence deflect to the left at an angle of  $26^{\circ} 13' 19''$  for 81.58 feet; thence deflect to the left on a  $6^{\circ} 00'$  curve (delta angle  $22^{\circ} 38' 44''$ ) for 377.42 feet; thence on tangent to said curve for 364.13 feet; thence deflect to the right on a  $10^{\circ} 00'$  curve (delta angle  $24^{\circ} 38' 20''$ ) for 246.39 feet and there terminating.

EXHIBIT "A"

245669

OFFICE OF COUNTY RECORDER  
STATE OF MINNESOTA }  
County of St. Louis } ss.

I hereby certify that the within instru-  
ment was filed in this office for record

as Document No. 245669

JAN 6 1917 at CLARK A. ILSE M

County Recorder

By

[Signature] Deputy

E. Northern

Ed

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